

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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MIND MEDICINE (MINDMED) INC.,

Plaintiff,

v.

SCOTT FREEMAN, JAKE FREEMAN,
CHAD BOULANGER, FARZIN
FARZANEH, VIVEK JAIN, ALEXANDER
WODKA, and FCM MM HOLDINGS, LLC,

Defendants.
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Case No. 1:23-CV-07875 (DLC)

**DECLARATION OF ROBERT BARROW
IN SUPPORT OF PLAINTIFF'S OPPOSITION TO DEFENDANTS' MOTION TO
TRANSFER OR, IN THE ALTERNATIVE, STAY THIS ACTION**

DECLARATION

I, Robert Barrow, hereby declare and state:

1. I am over eighteen years of age. I submit this declaration in support of Mind Medicine (MindMed) Inc.'s ("MindMed" or the "Company") Opposition to Defendants' Motion to Transfer, or, In the Alternative, Stay This Action. I have personal knowledge of the following facts and, if called to testify, could and would testify competently thereto.

2. Since June 2021, I have served as the Chief Executive Officer of MindMed. Since December 2021, I have also served on MindMed's Board of Directors. I originally joined MindMed as Chief Development Officer in January 2021.

3. MindMed's employees are located throughout the United States and Switzerland. The majority of MindMed's employees work remotely, rather than in a physical office building.

4. However, MindMed leases several office spaces in the United States and Switzerland for use by its executives. MindMed's principal executive office is located at One World Trade Center, Suite 8500, New York, New York 10007. That office is primarily used by the Company's executives who reside in the New York City metropolitan area, including: Chief Financial Officer Schond Greenway, Chief Medical Officer Daniel Karlin, and Vice President of Investor Relations Maxim Jacobs. All of these individuals held these roles during the period when Defendants were engaged in their proxy contest (the "2023 Proxy Contest") and have direct knowledge of events relating to the 2023 Proxy Contest.

5. MindMed's Chief Legal Officer, Mark Sullivan, lives in southern New Jersey and frequently attends work-related meetings in New York City.

6. Because none of MindMed's current executives reside in Nevada, MindMed leases no office spaces in that state.

7. The individuals apart from myself who currently serve on MindMed's Board reside in New Hampshire, Massachusetts, Germany, North Carolina, and California.

8. A significant number of MindMed's institutional and retail shareholders are located in New York. This was also the case during the 2023 Proxy Contest. Indeed, based on my review of a Non-Objecting Beneficial Owner list dated April 20, 2023, the day Defendants filed their Schedule 14A Preliminary Proxy Statement, more than 3,000 MindMed shareholders provided addresses in counties located within the Southern District of New York.

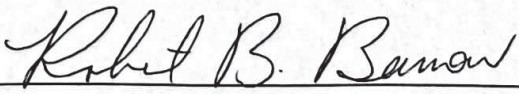
9. I reside in Madison, Wisconsin. Over the past year, I have traveled to New York City approximately once a month for work-related reasons, including events and meetings with current and potential investors, research analysts, and bankers located in New York City. For instance, during the 2023 Proxy Contest, I participated in an Investor Day event at the Yale Club in New York City.

10. When I am in New York City, I often work from MindMed's principal executive office.

11. For all of the reasons stated above, it would be far more convenient for MindMed to litigate this action in the Southern District of New York than in the District of Nevada.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 1st day of December, 2023, in Madison, Wisconsin.



Robert Barrow